



The National Trust of South Australia

Rules

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Incorporating amendments up to and including
Annual General Meeting - 18 November 2017

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The National Trust of South Australia Rules

1. Definitions

1.1 In these Rules

Act means the *National Trust of South Australia Act 1955* and includes subordinate legislation (including regulations) and other instruments under it and consolidations, amendments, re-enactments or replacements;

Branch means a Branch formed by the Council;

Business Day means any day other than a Saturday, Sunday or Public Holiday in South Australia;

Chief Executive Officer means the person employed by the Council to take responsibility for the day to day management of the affairs and business of the National Trust;

Council means the Council of the National Trust;

Councillor means a member of the Council;

Metropolitan area of Adelaide means the area comprising the following local government areas:

Adelaide City Council, Adelaide Hills Council, City of Burnside, Campbelltown City Council, City of Charles Sturt, Town of Gawler, City of Holdfast Bay, City of Marion, City of Mitcham, City of Norwood Payneham & St Peters, City of Onkaparinga, City of Playford, City of Port Adelaide Enfield, City of Prospect, City of Salisbury, City of Tea Tree Gully, City of Unley, Town of Walkerville and City of West Torrens.

National Trust means The National Trust of South Australia constituted and incorporated by and under the Act;

President means the person elected or appointed to the office of President;

Region means a geographical area determined by the Council to be a Region;

Vice President means the person elected or appointed to the office of Vice President.

2. Membership of the National Trust

2.1 Membership

2.1.1 The National Trust has the following categories of membership:

- (a) ordinary membership;
- (b) honorary life membership;
- (c) such other category of membership as the Council may think fit.

2.1.2 An ordinary member is a person:

- (a) who has applied in writing for ordinary membership;
- (b) whose application has been accepted; and
- (c) who has paid to the National Trust the applicable membership fee.

- 2.1.3 An honorary life member is a person whom the Council has appointed as an honorary life member in recognition of long or distinguished service to the National Trust.

2.2 Membership Fees

- 2.2.1 When a person becomes an ordinary member the person must pay the applicable membership fee on joining and then on the first day of the month following each anniversary of joining.
- 2.2.2 An ordinary member who does not pay the applicable membership fee within thirty days after the due date is unfinancial and cannot take part in any of the affairs and business of the National Trust.
- 2.2.3 Upon receipt of the applicable membership fee from an unfinancial member, that member ceases to be an unfinancial member.

2.3 Affiliation with a Branch

- 2.3.1 When a person becomes a member the person may request affiliation with a Branch.
- 2.3.2 At any time a member may request affiliation with a Branch.
- 2.3.3 Notification of an affiliation request must be provided to the relevant Branch.

2.4 Resignation

- 2.4.1 A member may resign from membership of the National Trust by giving notice in writing.
- 2.4.2 A member who resigns is liable for any unpaid membership fee, which may be recovered as a debt due to the National Trust.

2.5 Expulsion of a member

- 2.5.1 Subject to giving the member an opportunity to be heard or to make a submission in writing, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the National Trust.
- 2.5.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Council at which the matter will be determined.
- 2.5.3 The determination of the Council shall be communicated to the member and in the event of an adverse determination the member will cease to be a member fourteen days after that determination has been communicated, subject to clauses 2.5.4 and 2.5.5.
- 2.5.4 It shall be open to a member to appeal against expulsion to a general meeting of the National Trust, provided that the intention so to appeal is communicated within fourteen days after the determination of the Council has been communicated to the member.

- 2.5.5 In the event of an appeal against expulsion the membership will continue unless the determination of the Council to expel the member is upheld by a general meeting after the member has been given an opportunity to be heard and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

2.6 Register of Members

- 2.6.1 The National Trust must set up and maintain a Register of Members.
- 2.6.2 The Register of Members must contain the name and address, including residential address, postal address, and fax address and email address if applicable, of each member and whether each member is affiliated to a Branch and if so to which Branch.
- 2.6.3 The Register of Members must include the date of commencement of membership, the date of cessation of membership and the reason for cessation of membership.

2.7 Liability of members

- 2.7.1 The liability of members is limited to the amount of a member's unpaid membership fee, if any, which may be recovered as a debt due to the National Trust.

2.8 Prohibition against securing profits for members

- 2.8.1 The funds and other property of the National Trust must be applied solely to the furtherance of the Objects of the National Trust set out in section 5 of the Act and no portion shall be paid, distributed or applied directly or indirectly to or for the benefit of any member or any associate of any member except as bona fide remuneration to a member for services rendered to or expenses incurred on behalf of the National Trust.

2.9 Conflict of interest

- 2.9.1 Any member having a direct or indirect pecuniary interest in any of the affairs or business of the National Trust must ensure that the National Trust is informed of the nature and extent of that interest.

3. Membership of the Council

3.1 Council

- 3.1.1 The Council comprises 12 Councillors elected in accordance with sub-rule 3.4.
- 3.1.2 At least three Councillors must have their usual place of residence in South Australia outside the Metropolitan area of Adelaide (non-Metropolitan Councillors).

3.2 Qualifications

- 3.2.1 Each Councillor must be a member of the National Trust.

3.3 President and Vice President

- 3.3.1 At the first meeting of the Council after each Annual General Meeting the Council must elect a President and the Vice President where those offices are vacant.
- 3.3.2 The terms of office of the President and Vice President end on the second anniversary of their election unless at an earlier time they cease to be Councillors.
- 3.3.3 In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

3.4 Election of Councillors

- 3.4.1 Each year, at least 12 weeks before the Annual General Meeting, the Council shall call for nominations in relation to any vacancies on Council and the nomination period shall remain open for a period of 4 weeks.
- 3.4.2 Nominations must:
- a) be in writing on the National Trust nomination form and state the candidate's full name;
 - b) include a biography of the candidate in less than 100 words and a current photograph;
 - c) be signed by two adult members of the National Trust;
 - d) state the candidate's usual place of residence and whether that place is inside or outside the Metropolitan area of Adelaide;
 - e) include the written consent of the candidate; and
 - f) be lodged with the Chief Executive Officer within 4 weeks from the date when the nomination period commences.
- 3.4.3 If the number of candidates for election to Council does not exceed the number of vacancies, and if, on their election, the Council will include at least three non-Metropolitan Councillors, the Chair of the Annual General Meeting shall declare all candidates duly elected. In any other circumstance, the Chief Executive Officer shall conduct a ballot in accordance with sub-rule 3.4.4.
- 3.4.4 If the number of candidates for election to Council exceeds the number of vacancies, the Chief Executive Officer shall conduct a ballot of the members of the National Trust which shall be completed at least 4 weeks prior to the Annual General Meeting. If, as a result of the ballot, the Council will include at least three non-Metropolitan Councillors, the Chair of the Annual General Meeting shall declare the result accordingly. In any other circumstance, sub-rule 3.4.7 applies.
- 3.4.5 For the purposes of this sub-rule, adult members of the National Trust of South Australia shall be entitled to one vote each.
- 3.4.6 Councillors commence office at the end of the Annual General Meeting at which they are declared elected.

- 3.4.7 If as the result of an election there are not 12 Councillors, including at least 3 non-Metropolitan Councillors, the Council shall fill any such deficiency as a casual vacancy at the first Council meeting after the Annual General meeting.

3.5 Retirement of Councillors

- 3.5.1 The office of a Councillor shall become vacant at the end of the Annual General Meeting of the National Trust held in the second year following the year of the Annual General Meeting at which that Councillor was declared elected.

- 3.5.2 The maximum period of office that a Councillor may serve shall be no more than four consecutive two year terms, except where Council otherwise approves an extension of that period.

3.6 Casual vacancies

- 3.6.1 If the office of President or Vice President becomes vacant, the Council may appoint a Councillor to that office.

- 3.6.2 Subject to Rule 3.1, if an office of Councillor becomes vacant, the Council may appoint a member of The National Trust to that office.

- 3.6.3 A President or Vice President appointed to fill a casual vacancy holds office until the first Council meeting after the next Annual General Meeting.

- 3.6.4 A Councillor appointed to fill a casual vacancy holds office until the end of the next Annual General Meeting.

3.7 Conflict of interest

- 3.7.1 Councillors must avoid conflict between their personal interests (and the personal interests of any other person or body with whom or with which they have any relationship) and their duty to the National Trust.

- 3.7.2 Councillors must make full and prior disclosure to the Council of any actual, potential or perceived conflict of interest.

- 3.7.3 If any such disclosure is made, the Councillor concerned shall not attend or participate in any debate on, vote on or have any other involvement in connection with the subject-matter so disclosed.

- 3.7.4 Councillors must not make use of inside information.

- 3.7.5 A Councillor having a direct or indirect pecuniary interest in any of the affairs or business of the National Trust must disclose the nature and extent of that interest to the Council and shall not attend or participate in any debate on, vote on or have any other involvement in connection with the subject-matter so disclosed.

3.7.6 For the purposes of this clause, "Councillor" includes any person appointed under clause 7.1.2.

3.8 Misconduct

3.8.1 Where misconduct in the office of Councillor appears to the Council to have occurred, the Council may decide to bring a charge of misconduct in the office of Councillor.

3.8.2 If such charge is brought, the office of the Councillor concerned is suspended pending resolution of the charge.

3.8.3 If such charge is brought, particulars of such charge shall be communicated to the Councillor concerned a reasonable time before the meeting of the Council at which the matter will be determined.

3.8.4 Subject to giving the Councillor an opportunity to be heard or to make a submission in writing, if the Council is satisfied that the charge of misconduct in the office of Councillor has been made out, the Council may resolve that the office of the Councillor is vacant and that the Councillor concerned is disqualified from holding such office (and such other office as the Council may determine) for such period as the Council thinks fit.

3.9 Other disqualification

3.9.1 The office of a Councillor shall become vacant if that Councillor:
a) ceases to be a member of the National Trust; or
b) is permanently incapacitated through ill health; or
c) is absent without leave from three consecutive meetings of the Council.

4. Powers of the Council

4.1 General Powers

4.1.1 The affairs and business of the National Trust are administered, managed and controlled by or under the direction of the Council.

4.1.2 The Council, in addition to any powers and authorities conferred by these Rules, exercises all such powers and performs all such duties of the National Trust as are within the Objects of the Trust as set out in section 5 of the Act and are not required to be exercised or performed by the National Trust in general meeting.

4.1.3 The Council has the management and control of the funds and all other property, of whatsoever nature and wheresoever situated, of the National Trust.

4.1.4 The Council has authority to interpret the meaning of these Rules and any other matter relating to the affairs and business of the National Trust on which these Rules are silent.

4.2 Specific Powers

4.2. The powers and authorities of the Council include:

- a) acting with any person to give effect to the purposes of the Act;
- b) acquiring, holding, dealing with, and disposing of any real or personal property;
- c) entering into agreements with any person, who has an interest in land, to restrict or manage the development or use of that land;
- d) administering any property which is on trust;
- e) borrowing or raising money;
- f) securing any loan or financial accommodation and interest thereon by granting a mortgage, charge or other security or encumbrance on or over assets of the National Trust;
- g) accepting gifts of money or property of whatsoever nature and wheresoever situated;
- h) investing in any form of investment;
- i) subject to a trust or to the conditions of a gift, varying an investment or realising an investment and reinvesting money resulting from the realisation in any form of investment;
- j) subject to a trust or to the conditions of a gift, selling property which is not required for the purposes of the Act;
- k) opening an account with any financial institution including a bank;
- l) operating any such account in accordance with the customs, usages and practices of such financial institution, including:
 - (i) drawing, making, accepting, endorsing, executing and issuing promissory notes, bills of exchange, bills of lading, cheques and other negotiable instruments;
 - (ii) overdrawing such account;
 - (iii) permitting such financial institution to debit such account with fees, charges and duties;
- m) appointing agents to transact any business of the National Trust on its behalf;
- n) delegating any of its powers, including this power to delegate, to any person;
- o) entering into any contract, agreement or arrangement it thinks fit;
- p) doing anything contemplated by, or incidental to, the Act and these Rules.

5. Execution of documents

- 5.1.1 The National Trust may execute a document if its common seal is fixed to the document as authorised by resolution of the Council.
- 5.1.2 The National Trust may execute a document without using its common seal.
- 5.1.3 The National Trust may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with subclause 5.1.1 or 5.1.2.
- 5.1.4 The Council may decide how negotiable instruments, including cheques, may be signed, drawn, made, accepted, endorsed, or otherwise executed.

- 5.1.5 This clause does not limit the ways in which the National Trust may execute a document, including a deed.

6. Officers and employees

- 6.1.1 The Council may employ or appoint any person as Chief Executive Officer or acting Chief Executive Officer.
- 6.1.2 The Council may employ any person for such period and on such terms, including terms as to remuneration, and conditions as the Council may think fit.
- 6.1.3 The Council may appoint such honorary officers as it may think fit.
- 6.1.4 The Council may terminate the employment or appointment of any person employed or appointed under this clause.
- 6.1.5 Any person employed or appointed under this clause and having a direct or indirect pecuniary interest in any of the affairs or business of the National Trust must ensure that the National Trust is informed of the nature and extent of that interest.
- 6.1.6 No person appointed or employed under this clause may be a member of the Council.
- 6.1.7 No person appointed or employed under this clause, other than the Chief Executive Officer, may be a member of any Committee of the National Trust.

7. Committees

- 7.1.1 The Council may appoint Committees for any purpose it may think fit.
- 7.1.2 A Committee so appointed may comprise:
a) Councillors, or
b) Councillors and other persons.
- 7.1.3 The Council shall appoint a Councillor as Chair of every Committee so appointed.
- 7.1.4 The Council shall determine the Terms of Reference of every Committee so appointed.
- 7.1.5 The Council shall determine the procedures to be followed by every such Committee.
- 7.1.6 Every such Committee must follow the procedures so determined.

- 7.1.7 A member of a Committee, other than an *ex officio* member, who, without reasonable excuse, is absent from three consecutive meetings of the Committee shall thereupon cease to be such member.
- 7.1.8 The President shall be an *ex officio* member of every such Committee and, in relation to any such Committee, may designate, from time to time, a representative.
- 7.1.9 The Chief Executive Officer shall be an *ex officio* member of every such Committee, other than the Audit, Finance and Governance Committee, and, in relation to any such Committee, may designate, from time to time, a representative.

8. Regions and Branches

- 8.1.1 The Council may determine that geographical areas of South Australia are Regions for the purposes of administration of the affairs and business of the National Trust.
- 8.1.2 The Council may form Branches of the National Trust for the purpose of local administration of the affairs and business of the National Trust.
- 8.1.3 A Branch so formed has an identity as an emanation of the National Trust but has no legal existence separate from the National Trust.
- 8.1.4 A Branch so formed must follow the requirements laid on Branches by the Act, these Rules, the Governance Manual for Branches and all applicable determinations by and decisions of the Council.
- 8.1.5 In the event of a breach of clause 8.1.4 the Council may:
- a) suspend or remove from office any member of a Branch Committee;
 - b) dissolve a Branch; or
 - c) take such further or other action as the Council may think fit.

9. Alteration of Rules

- 9.1.1 The Council may make new Rules and By-Laws and may revoke or vary these Rules and By-Laws, provided that the new Rules or By-Laws, or the revocation or variation, has first received the concurrence of two thirds of the members of the Council and has been approved by resolution of a General Meeting of the National Trust.

10. General Meetings

10.1 Annual general meeting

- 10.1.1 The Council must call an annual general meeting in each year.
- 10.1.2 The order of business at an annual general meeting will be:
- a) confirmation of the minutes of the previous annual general meeting and of any extraordinary general meeting held since that meeting;
 - b) consideration of the report of the Council;

- c) consideration of the accounts and the auditor's report;
- d) if necessary, election of Councillors;
- e) appointment of the auditor; and
- f) any other business requiring consideration in general meeting.

10.2 Extraordinary general meetings

- 10.2.1 The Council may call an extraordinary general meeting at any time.
- 10.2.2 Upon the request of at least fifty members, the Council, within fourteen days of receipt of the request, must call an extraordinary general meeting to be held within two months of receipt of the request.
- 10.2.3 Such request must be in writing signed by the members making the request and must state any resolution to be proposed at the extraordinary general meeting.
- 10.2.4 Such request must be delivered to the Chief Executive Officer.
- 10.2.5 If the Council, within fourteen days of receipt of the request, does not call an extraordinary general meeting, the members who requested it may do so.
- 10.2.6 Such a meeting shall be called in the same manner, to the greatest extent practicable, as a meeting called by the Council. The Council will bear the reasonable cost of calling and conducting such a meeting.

10.3 Notice

- 10.3.1 No less than four weeks' notice must be given to all members of a general meeting.
- 10.3.2 A notice of a general meeting must set out the date, time, place and agenda for the meeting.
- 10.3.3 At a general meeting a Councillor may propose a motion without giving prior notice.
- 10.3.4 At a general meeting a member who is not a Councillor may not propose a motion unless:
 - a) the member has given notice of it in writing at least three weeks before the meeting; and
 - b) another member has endorsed that notice.

10.4 Quorum

- 10.4.1 A quorum for a general meeting is twenty members.
- 10.4.2 The quorum must be present at all times during the meeting.
- 10.4.3 If a quorum is not present within one hour after the time appointed for an annual general meeting the meeting may still transact any urgent or

important business it considers necessary in the best interests of the National Trust.

- 10.4.4 If a quorum is not present within one hour after the time appointed for an extraordinary general meeting the meeting is dissolved.

10.5 Chair of General meetings

- 10.5.1 The President is entitled to chair each general meeting.

- 10.5.2 If there is no President, or if the President is not present within ten minutes after the time appointed for the general meeting, or if the President is unable or unwilling to act, the Vice President may chair the meeting. If the Vice President is not present within ten minutes after the time appointed for the general meeting, or if the Vice President is unable or unwilling to act, a Councillor may chair the meeting. If no Councillor is present within ten minutes after the time appointed for the general meeting, or if there is no Councillor able and willing to act, any member elected by members present at the meeting may chair the meeting.

10.6 Voting at general meetings

- 10.6.1 Each member present has one vote.
- 10.6.2 The Chair also has a casting vote.
- 10.6.3 A question for decision at a general meeting must be determined by a majority of members who vote in person.
- 10.6.4 Unless a poll is properly requested, a resolution put to the vote must be decided on a show of hands.
- 10.6.5 A poll may be requested by at least thirty members entitled to vote on the resolution.
- 10.6.6 If a poll is so requested, it must be taken in the manner specified by the Chair and the result of the poll is the resolution of the meeting on that question.

10.7 Adjournment

- 10.7.1 The Chair, with the consent of the members present, may adjourn a general meeting to any date, time and place.
- 10.7.2 If a general meeting is adjourned for more than one month, and if, at an adjourned meeting, business, other than unfinished business, is to be transacted, notice of the date, time and place of the adjourned meeting must be given.

11. Council Meetings

11.1 Regulation

- 11.1.1 The Council may meet, adjourn and otherwise regulate Council meetings as Council may think fit.

11.2 Calling meetings

- 11.2.1 Any three Councillors may call a Council meeting by notice in writing.
- 11.2.2 On the request of any three Councillors the Chief Executive Officer must call a Council meeting within thirty days of receipt of the request.

11.3 Notice

- 11.3.1 Notice of a Council meeting must be given to each Councillor at least three business days before the meeting.
- 11.3.2 The notice must specify the date, time, place and agenda for the meeting.

11.4 Quorum at Council meetings

- 11.4.1 A quorum for a Council meeting is 7 Councillors.
- 11.4.2 The quorum must be present at all times during the Council meeting, either in person or by such other means as Council may determine.

11.5 Chair of Council meetings

- 11.5.1 The President is entitled to chair each Council meeting.
- 11.5.2 If there is no President, or if the President is not present within ten minutes after the time appointed for the Council meeting, or if the President is unable or unwilling to act, the Vice President may chair the Council meeting. If the Vice President is not present within ten minutes after the time appointed for the Council meeting, or if the Vice President is unable or unwilling to act, a Councillor may chair the meeting. If no Councillor is present within ten minutes after the time appointed for the general meeting, or if there is no Councillor able and willing to act, any member elected by members present at the meeting may chair the meeting.

11.6 Voting at Council meetings

- 11.6.1 Each Councillor present has one vote.
- 11.6.2 The Chair also has a casting vote.
- 11.6.3 A question for decision at a Council meeting must be determined by a majority of Councillors who vote in person.

12. Minutes

- 12.1.1 Proper minutes of all General Meetings, Council meetings and Committee meetings must be entered within one month of the relevant meeting in Minute Books kept for that purpose.
- 12.1.2 The minutes so entered must be confirmed at the next subsequent meeting.

- 12.1.3 The minutes so confirmed must be signed by the Chair of the meeting to which they relate or by the Chair of the meeting at which they were confirmed.
- 12.1.4 Where minutes are entered and signed they shall be evidence, unless the contrary is proved, that the meeting was convened and duly held, and that all proceedings at the meeting were valid.

13. Accounts and Audit

- 13.1.1 The National Trust must:
- a) keep proper accounts of all receipts and expenditure;
 - b) keep a complete record of all of its assets;
 - c) prepare a statement of income and expenditure and a balance sheet monthly;
 - d) cause its accounts to be audited annually.
- 13.1.2 Members and employees of the National Trust must, on request:
- a) give the auditor access to the records of the National Trust;
 - b) give the auditor any information, explanation or assistance reasonably required by the auditor.